

## **By-Laws of the Clary Lake Association**

Revised and Adopted 16 April 2022

### **ARTICLE I**

**Section 1. Name.** The name of this corporation shall be CLARY LAKE ASSOCIATION

**Section 2. Location.** The Corporation shall be located in the town of Whitefield, Lincoln County, Maine

**Section 3. Corporate Seal.** The Corporation shall have a circular, impression seal bearing the name of the Corporation, the words "Corporation Seal, Maine", and the year of incorporation.

### **ARTICLE II**

#### **PURPOSE**

- A) The purpose of the Corporation shall be to preserve, protect, promote and enhance the natural beauty, quality and use of the land, water and total environment of the Clary Lake and its watershed which includes parts of the towns of Jefferson and Whitefield. These objectives shall be accomplished through a variety of activities which may include but not be limited to education programs; land trust management; scientific programs, particularly water quality monitoring and pollution abatement. Such activities shall be carried out as determined by the Directors and may be undertaken by the Corporation exclusively, or in cooperation with other organizations and government agencies.
- B) To receive and hold title to real estate, personal property or any interest therein to the extent allowable by law, including lands and facilities for the joint or common use of its Members.
- C) To do such other things and perform such other business as may be contemplated or permissible under the laws of Maine for a lake association.

Provided, however, (1) that no gains, profits or dividends shall be paid or distributed to any of the members of the Corporation, and no part of the net income, net earnings, funds or assets of the Corporation shall inure to the benefit of any member, private shareholder or officer of the Corporation, except in the event of a purchase of equipment or real property by the Corporation from any Member, private shareholder or Officer of the Corporation, and (2) that in the event of the voluntary dissolution of the Corporation or voluntary transfer of substantially all of its assets, the assets shall be distributed or transferred only in accordance with Article Seven of the Articles of Incorporation as amended and the affirmative vote of seventy-five percent (75%) of the total voting Members of the Corporation.

### **ARTICLE III**

#### **MEMBERS**

**Section 1. Members.** There shall be one (1) class of Members. Membership in the corporation shall consist of all persons who support the purpose of the Association as stated in the bylaws and who pay annual dues to the Corporation. The Board of Directors or the membership is granted the authority to refuse membership to any person who it determines does not support the purpose of the Corporation.

**Section 2. Voting.** All members in good standing shall possess the right of one (1) vote on all matters put before the membership.

**Section 3. Annual Meeting.** The Annual Meeting of the Members of the Corporation shall be held on a Saturday in August to be announced, or at the call of the President.

**Section 4. Special Meetings.** Special meetings of the members of the Corporation shall be called by the Secretary at the request of the President, or by a written or electronic request from a majority of the Directors or by a written or electronic request from one-third (1/3) of the voting Members.

**Section 5. Notices.** A written or electronic notice of the Annual Meeting or any Special Meeting shall be sent at

least twenty (20) days before such meeting to all Members at their respective addresses as the same appears on the records of the Secretary of the Corporation. Notices of all meetings shall state the time, place and purpose of the meeting.

**Section 6. Quorum and Attendance.** Except as otherwise provided herein, 15% of the voting Members shall constitute a quorum for any meeting of the Members, and a simple majority of the voting Members present, a quorum being present, may take action at any meeting. Anyone may attend any meeting of the Members either in person or virtually (if it is an available option) provided that only Members shall have a vote at such meeting. Persons who are not members may participate only after authorization by a majority vote of Members present at the meeting.

**Section 7. Proxies.** Any Member entitled to vote at any Annual or Special Meeting may vote by written or electronic proxy filed with the Secretary before the meeting. Any proxy shall specify the meeting for which it is given and shall be dated not more than six months prior to that meeting. The proxy will be valid for that specified meeting unless revoked. Any legitimate proxy shall serve as a presence for quorum purposes.

**Section 8. Parliamentary Authority.** The rules contained in the current edition of Robert's Rules of Order shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt and any statutes applicable to this organization.

#### **ARTICLE IV BOARD OF DIRECTORS**

**Section 1. General Powers and Express Limitations.** The Board shall have the general management and control of all of the business, affairs and assets of the Corporation and shall exercise general supervision of its interests and affairs in accordance with the provisions and spirit of these Bylaws. It shall have the power to employ and discharge such personnel as are or may be necessary to carry out corporate purposes. In addition:

A) The Board of Directors may delegate spending authority to the President not to exceed \$1,000 per year. Expenditures above that level must be approved by the Board of Directors or the Membership.

B) The Board of Directors may not acquire or dispose of real estate without the approval of the majority of the full membership.

C) The Board of Directors may not enter into contracts exceeding three (3) years in length without the approval of the majority of the full membership.

D) No member of the Board of Directors may vote on issues where there exists a conflict of interest.

**Section 2. Election and Qualification.** The Board of Directors shall consist of not less than three (3) nor more than eleven (11) Directors including all officers. Elections for open Director positions will be held at the Annual Meeting of the members. Directors must be members. Directors shall hold office for three (3) years and until their successors have been elected, unless removed from office by a two-thirds (2/3) vote of the Membership. Directors may serve up to two (2) consecutive terms in office and may be re-elected after a lapse of one (1) year. These term limits do not apply to the Secretary or Treasurer.

**Section 3. Vacancies.** Any vacancy in the Board of Directors may be filled for the unexpired term by any Member who receives a majority vote of the Directors.

**Section 4. Annual Meeting.** The Board of Directors shall meet at least once per year in advance of the Annual Membership meeting to conduct the necessary business of the Corporation.

**Section 5. Special Meetings.** Special Meetings of the Board of Directors shall be called by the Secretary whenever requested in writing by the President or by a majority of the Directors then in office.

**Section 6. Quorum.** At any meeting of the Board of Directors a majority of the Directors currently in office shall constitute a quorum.

**Section 7. Notices.** Written, phone, or electronic notice of any special meeting of the Board of Directors shall be given to each Director. Notices of Directors meetings need not specify the purposes thereof.

**Section 9. Special Action.** Whenever a special meeting of the Directors is called to conduct business and for which it was not possible for the Secretary to provide timely notice, any actions of the Directors shall be valid provided that:

1. a reasonable effort is made to inform all Directors of the meeting, and that such measures are noted in the record of the meeting; and
2. a majority of the current Directors are present in person or through telephonic or electronic communications that permits full participation; and
3. all absent Directors are informed within ten (10) business days in writing of all actions approved at the meeting.

The record of such meeting(s) shall be kept by the Secretary.

**Section 10. Committees.** The Board of Directors may establish from time to time such committees, as it deems desirable.

## **ARTICLE V OFFICERS**

**Section 1. Designation, Qualification, Election and Term of Office.** The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer to be elected by the Members at their Annual Meeting. Such officers must be Members. All officers shall hold office for two (2) years and until their successors have been elected, unless removed from office by a two-thirds (2/3) vote of the Membership. The President and Vice President may not serve more than two (2) consecutive terms in the same position. The President and Vice president may not again serve in the same capacity until they have remained out of that office for a period of one year.

**Section 2. President.** The President, when present, shall preside at all meetings of the members and of the Board of Directors. The President shall execute all contracts, all deeds or other instruments of transfer of property and any other official documents on behalf of the Corporation, unless the Board of Directors designate otherwise, and the President may authorize the issuance of checks, drafts and notes by the Treasurer and execute checks, drafts and notes in the absence of the Treasurer, provided that such checks, drafts, and notes have been approved by a vote of the Board of Directors, or of the Members at the Annual or any Special Meeting. The President shall appoint the Chairman of all Committees. The President shall make recommendations to the Membership and the Board of Directors as to the conduct of the affairs of the Corporation. In the absence of the President, the Vice President shall preside at any meeting of the Corporation and shall perform the duties of the President.

**Section 3. Vice President.** The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President and shall perform such other duties as the Bylaws provide or as the Board of Directors may prescribe.

**Section 4. Secretary.** The Secretary shall record the proceedings of all meetings of the members and of the Board of Directors and maintain digital and/or hard copy records as appropriate. Such records of members' meetings and meetings of the Board of Directors shall be available at all reasonable times for inspection by any

member. The Secretary shall keep the corporate records and shall maintain at all times a list of the names and addresses of the members and of the Directors and Officers of the Corporation and shall carry on such correspondence as may be required on behalf of the Corporation. The Secretary shall keep the corporate seal. The Secretary shall send written or electronic notices of all meetings of the Corporation to all members and of all meetings of the Board of Directors to the Directors. If the Secretary is absent from any meeting of the members or of the Board of Directors, a temporary Secretary shall be chosen by the President to exercise the duties of the Secretary at such meeting.

**Section 5. Treasurer.** The Treasurer shall be a member and shall collect, receive, deposit and disburse all funds of the Corporation. The Treasurer may execute checks, drafts and notes, provided that such checks, drafts and notes have been approved by a vote of the Board of Directors, the President, or of the Members as appropriate. The Treasurer shall keep proper record of all receipts and payments of all moneys, and shall deposit all monies, and other valuable effects in the name and to the credit of the Corporation in such depositories as may from time to time be designated by the Board of Directors. The Treasurer shall file an Annual Report at the Annual Meeting of the Corporation and shall promptly on request tender to the President and to the Board of Directors an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer, at the expense of the Corporation, shall give such a bond as the Directors may determine.

**Section 6. Vacancies.** Any vacancy in the position of any Officer shall be filled for the unexpired term by a majority vote of the Directors then in office.

## **ARTICLE VI NOMINATING COMMITTEE**

There shall be a Nominating Committee consisting of three (3) Members of the Corporation.

**Section 1. Selection.** The members of the Nominating Committee shall be selected by the Board of Directors and serve for a term of two (2) years.

**Section 2. Duties.** The sole duty of the Nominating Committee shall be to present to the Annual Meeting a slate of Officers and Board of Directors to be voted on at that meeting.

## **ARTICLE VII AMENDMENTS**

The Bylaws may be amended by a majority vote of the Membership.

## **ARTICLE VIII DUES**

The amount of annual dues required of each person to become a member of the Corporation or remain a member shall be set by vote of the Membership at the annual meeting and shall remain in effect until changed by vote of the Membership. The term of Membership shall be from the start of one annual meeting to just prior to the start of the next annual meeting.